

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 286.
FILED, JULY 29th. 1965.

GOLDRIM MINING COMPANY LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1303 dated April 6, 1965.

1. Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	Change of corporate name (see item 4 hereof) Acquisition of mining claims (see item 11 hereof)
4. Share capitalization showing authorized and issued and outstanding capital.	By Supplementary Letters Patent dated June 6, 1965, the name of the Company was changed from New Rouyn Merger Mines Limited to the present name and its capital structure re-organized on the basis of 1 new share for 5 old shares. The authorized capital now consists of 5,000,000 shares of the par value of \$1.00 each, of which 1,212,542 shares are issued and outstanding as fully paid and non-assessable.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Pursuant to the terms of an Agreement dated April 28th, 1965, between the Company and W. D. Latimer Co. Limited, 244 Bay Street, Toronto, Ontario, acting on behalf of Hiltonace Mines Management Limited, Suite 907, 100 Adelaide Street West, Toronto 1, Ontario, as to 50% interest and Richfield Securities Limited, 366 Bay Street, Toronto, Ontario, as to the remaining 50% interest, a total of 200,000 shares of the capital stock of the Company as re-organized, at 35¢ per share, have been taken down and paid for. There remain options outstanding on a further 800,000 shares, being four blocks of 200,000 shares each at 35¢, 40¢, 45¢ and 50¢ per share, respectively, exercisable within 3, 6, 9 and 12 months, respectively, from July 21, 1965.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company intends to expend the proceeds received from the sale of its shares pursuant to the underwriting and option agreement dated April 28th, 1965, in the conduct of a programme of exploratory work on its properties in English Township, Montreal River Mining Division, Province of Ontario and Rouyn and Joannes Townships in the Province of Quebec, and to implement the recommendations of J. C. Honsberger, P.Eng., in his report dated June 30th, 1965, which accompanies and forms part this Filing Statement, and for current operating expenses.</p> <p>As previously advised in Filing Statement Number 1303 dated April 6th, 1965, the Company has retained both R. Massey Williams, P.Eng., 84 Glencairn Avenue, Toronto 12, Ontario and Campbell Fox, P. Eng., R. R. #4, Brighton, Ontario, to re-examine its records on results obtained on exploration and development of its properties in Rouyn and Joannes Townships, Province of Quebec, in order to determine the feasibility of re-opening the old shaft. The cost of this study will be on a time basis and \$15,000.00 to be received from the current financing arrangements has been allocated for preliminary costs. If it is determined that the properties warrant further exploration an Amending Filing Statement containing the recommendations of both Messrs. Williams and Fox will be filed with the Toronto Stock Exchange.</p> <p>With reference to said Filing Statement No. 1303, the Company has entered into a contract with Geo-Technical Development Co. Limited, 62 Richmond Street West, Toronto, for a geophysical survey on its claims in English Township, Montreal River Mining Division, Province of Ontario, and it is expected that work will commence in the near future. The Company has set aside \$5,000.00 for diamond drilling should the results of the survey evidence that the property warrants further exploration.</p>

FINANCIAL STATEMENT

GOLDRIM MINING COMPANY LIMITED

FORMERLEY NEW ROUYN MERGER MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD FROM APRIL 1, 1965 TO JULY 27, 1965

SOURCE OF FUNDS

200,000 shares at 35¢ per share	\$70,000.00
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APPLICATION OF FUNDS

Exploration, development, maintenance and administrative expenses	\$ 12,398.00	
Fee for supplementary letters patent	1,173.00	
Payments on claims	<u>3,500.00</u>	<u>17,071.00</u>
		<u>\$52,929.00</u>

CURRENT ASSETS

	<u>March 31 1965</u>	<u>July 27 1965</u>
Cash	\$ 125.00	125.00
Advance to associated company re joint exploration	8,024.00	--
Bank balance	<u>--</u>	<u>70,760.00</u>
	<u>\$ 8,149.00</u>	<u>\$70,885.00</u>

CURRENT LIABILITIES

Bank overdraft	\$ 2,504.00	--
Advance from associated company	--	5,976.00
Accounts payable and accrued liabilities	<u>9,574.00</u>	<u>15,909.00</u>
	<u>\$ 12,078.00</u>	<u>\$21,885.00</u>
	<u>(\$ 3,929.00)</u>	<u>\$49,000.00</u>

WORKING CAPITAL

Working capital, March 31, 1965 - deficiency	\$ 3,929.00
Working capital, July 27, 1965 - excess	<u>49,000.00</u>
Increase in working capital	<u>\$52,929.00</u>

We certify the above to be in accordance with records of the Company and there has been no material change since that date.

S. Mando C.
Director

J. M. Watt
Director

July 28, 1965

ENGINEER'S REPORT

Note:- The following are excerpts from a report by J. C. Honsberger, B. Sc., P. Eng., dated June 30th. 1965, on mining claims located in Preissac, Cadillac and Malartic Townships, County of Abitibi-East, Province of Quebec. A complete copy of this report is on file with the Toronto Stock Exchange.

Conclusions & Recommendations

With respect to the claim groups I, II, and III of New Rouyn Merger Mines Limited, although no known systematic exploration has been undertaken on the claims, they are strategically located with respect to favourable geology and proximity to molybdenite-bismuthonite ore deposits now in production and shortly to be in production. The possibility of finding nickel-sulphide ore deposits in peridotite should not be overlooked.

Group I, II and III

Initially, a magnetometer survey should be made over the entire property lines to be cut at 300 foot north-south grid. Detail lines should be cut and surveyed over all known contact and anomalous areas. Bearing in mind that nickel-copper sulphides exist, nearby, it is recommended that an electromagnetic check survey be conducted over all magnetic anomalies.

Diamond drilling could later be done to check anomalous areas and indicated contacts where warranted.

Costs

Group I

This group is lots 40 to 47 inclusive, Range II, Preissac and comprises 800 acres. This would require 27.2 miles of line cutting at \$65.00 per mile and 25 miles of magnetometer survey at \$65.00 per mile for a total of \$3,393.00.

Group II

This group is lots 52 & 53, Range II and lots 53, 54, 55 and 56, Range I, Preissac township totalling 496 acres. This would require 16.8 miles of line cutting @ \$65.00 per mile, and 16.5 miles of survey work for a total of \$2,285.00.

Group III

This group comprises lots 56, 57 & 58, RX Cadillac township and lots 1 to 7 inclusive and $\frac{1}{2}$ lots 8 to 11 inclusive, all in RX Malartic township for a total of 1228 acres. This group will require 40.8 miles of line cutting at \$65.00 per mile, and 36 miles of magnetometer survey work at \$65.00 per mile for a total of \$4,992.00.

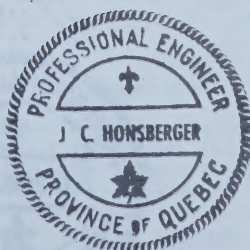
The total recommended expenditure for geophysical work would be about \$10,680.00

All of which is respectfully submitted

June 30, 1965.

J. C. Honsberger
J.C. Honsberger, P. Eng.

15 Meadowacres Drive,
Agincourt,
Ontario.



C E R T I F I C A T E

Re NEW ROUYN MERGER MINES LIMITED

With respect to my Report on Groups I, II, and III, Preissac, Cadillac, and Malartic Townships, Quebec and dated June 30, 1965, I, J.C. Honsberger, do hereby certify and state that:

- (1) I am a Consulting Mining Engineer and Geologist with offices at 15 Meadowacres Drive, Agincourt and Suite 100, 12 Richmond Street East, Toronto, Ontario.
- (2) I am a Graduate Mining & Metallurgical Engineer with the degree of B.Sc., (1928-Queen's University, Kingston, Ontario.) I am a member of the Canadian Institute of Mining & Metallurgy, 1929; I am a member of the American Institute of Mining & Metallurgical Engineers, 1944; I am a member of the Corporation of Professional Engineers of Quebec, 1945; I am a member of the Association of Professional Engineers of Ontario, 1944.
I have worked for several of the larger mining companies of Canada. In 1942-44 I was General Superintendent of Siscoe Gold Mines Ltd. Since March, 1944 I have been an independent consultant.
- (3) I have no interest in the properties described herein in this report or in the shares or securities of New Rouyn Merger Mines Limited nor do I expect to have.
- (4) I have been on the Group III property in July, 1952, and am familiar with the Preissac-Lacorne Area having carried out development work and prospecting work at various times since 1944.

My report is also based on the following data:-

- (a) Letter from John A. Honsberger, P. Eng., residing at 1200 Forest Boulevard, Val d'Or, P.Q. and dated June 23, 1965.
- (b) Report on the Anglo American Nickel Mining Corporation Ltd. P. Gingras Group, dated February 15, 1965 by John A. Honsberger, P. Eng.
- (c) His report on the R. Young-Lamotte Township Group, Abitibi, Quebec, dated January 30, 1965.
- (d) Various published maps and reports by the Geological Survey of Canada and the Quebec Department of Mines and by a Compilation Map by R. Turgeon, scale of 1 inch to $\frac{1}{2}$ mile, dated December 23, 1959.

June 30, 1965.

15 Meadowacres Drive,
Agincourt,
Ontario.



<p>11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.</p>	<p>By Agreement dated June 23rd, 1965, between the Company and John Arthur Honsberger, 1200 Forest Boulevard, Val d'Or, Province of Quebec, the Company has agreed to purchase a group of 24 mining claims in Cadillac and Malartic Townships, Province of Quebec, more particularly described as follows: Miner's Certificate Nos. 217128-33 inclusive, all claims 1 to 4 inclusive (hereinafter called the "Malartic claims"), and by the terms of the said Agreement, Mr. J. A. Honsberger has agreed to assign to the Company all rights, title and interest in an agreement dated May 27th, 1965, between himself and R. W. Young which agreement provides for the option to purchase two groups of mining claims totalling 14 claims in Preissac Township, Quebec, more particularly described as follows:</p> <p><u>Group I</u></p> <p>Certificate Nos. 217018, 217020 and 217027, each covering claims 1 and 2.</p> <p><u>Group II</u></p> <p>Certificate Nos. 215328, 217094 to 96 inclusive, each covering claims 1 and 2,</p> <p>(hereinafter called the "Preissac claims").</p> <p>The total consideration payable for the Malartic claims and the Preissac option assignment is as follows:</p> <ol style="list-style-type: none"> 1. The sum of \$2,000.00 upon execution, which sum has been paid. 2. The further sum of \$13,000.00 and 100,000 shares of the capital stock of the Company, as re-organized, within 3 days of the acceptance of a Filing Statement by the Toronto Stock Exchange reflecting the terms hereof. It is a term of the said Agreement that 10% of the share consideration shall be issued as free shares and the balance held in escrow subject to release and to transfer, alienation or hypothecation within the escrow only on the written consent of the Toronto Stock Exchange and the Board of Directors of the Company. <p>The following option payments are currently outstanding under the Agreement dated May 27th, 1965, between R. W. Young and J. A. Honsberger:</p> <ol style="list-style-type: none"> 1. \$2,000.00 on or before August 27th, 1965. 2. \$2,000.00 on or before November 27th, 1965. 3. \$5,000.00 on or before May 27th, 1966. <p>The sum of \$1,000.00 was paid by Mr. Honsberger upon execution of the said Agreement.</p>
<p>12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.</p>	<p>No person or company has received or is to receive a greater than 5% interest in the shares or other consideration to be received by Mr. John Arthur Honsberger, save and except R. W. Young, Malartic, Quebec, has received the sum of \$1,000.00 and is to receive a further \$9,000.00 pursuant to the terms of the Agreement dated May 27th, 1965.</p>
<p>13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.</p>	<p>As a result of the capital re-organization set out in item 4 hereof, certificates for 4,500 shares are now held in escrow by Eastern & Chartered Trust Company, 1901 Yonge Street, Toronto, Ontario, subject to release only upon the written consents of the Board of Directors of the Company and the Toronto Stock Exchange and subject to transfer, hypothecation or any form of alienation within the escrow, only upon the written consent of the Toronto Stock Exchange.</p>
<p>20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.</p>	<p>There are no other material facts. Shares of the capital stock of the Company are in the course of primary distribution to the public.</p>

DATED July 27th, 1965

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

GOLDRIM MINING COMPANY LIMITED

"A. R. Patte"

CORPORATE
SEAL

"S. Mandel"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

W. D. LATIMER CO. LIMITED

"D. G. MacGregor"

